"FÓRM D

OR SEASON THOUSENESS OF THE SEASON OF THE SE

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

138 15 79
OMB APPROVAL
ONB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden
hours per response: 16.00

SEC USE ONLY

DATE RECEIVED

Serial

Pre fix

Chi.		
		L
	nent and name has changed, and indicate change.)	
Goldman Sachs Structured Emerging Ma		3.6.1.10.0.
Filing Under (Check box(es) that apply):		Section SEC Mall Processing
Type of Filing: ☐ New Filing ☐ Amenda		Section
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the iss	uer	APR 1.6.2008
Name of Issuer (check if this is an amenda	nent and name has changed, and indicate change.)	A A A
Goldman Sachs Structured Emerging Ma	rkets Equity Fund, Ltd.	Washington, DC
Address of Executive Offices (N	lumber and Street, City, State, Zip Code)	Telephone Number (114 uding Area Code)
c/o Goldman Sachs Asset Management, L	.P., 32 Old Slip, New York, NY 10005	(212)-902-1000
•	(Number and Street, City, State, Zip Code)	Telephone Nu
(if different from Executive Offices)		
Brief Description of Business		
To operate as a private investment fund.		116744 4441 1664 4444 01664 4444 01666 1644 444 1661
·		08046489
Type of Business Organization		
corporation	☐ limited partnership, already formed	other (please specify):
☐ business trust	☐ limited partnership, to be formed	Exempted Limited Company
	Month Year	
Actual or Estimated Date of Incorporation or Or		☑ Actual ☐ Estimated
Actual of Estimated Date of Incorporation of Of	gameanom v jo	
Jurisdiction of Incorporation or Organization:	(Enter two-letter U.S. Postal Service abbreviat	
	State: CN for Canada; FN for other foreign jur	isdiction) F N
GENERAL INSTRUCTIONS		
Federal:		
Who Must File: All issuers making an offering of se 77d(6).	curities in reliance on an exemption under Regulation D	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
	15 days after the first sale of securities in the offering.	A notice is deemed filed with the U.S. Securities and

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper at fourth shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

							A. DASIC I	7 4.74 V A	FRU	ATION DA	11				
2.	En	nter the informatio	n requ	ested for	the fol	lowin	ıg:								
	*	Each promoter of the issuer, if the issuer has been organized within the past five years;													
	*	* Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;													
	* Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and														
	*	Each general ar	nd man	naging pa	artner o	f part	nership issue	rs.							
Che	eck I	Box(es) that Appl	y:	☑ Pror	moter		Beneficial C)wner	O 6	Executive Off	icer [Pirector		General and/or Managing Partner
		ame (Last name fir an, Sachs & Co.	st, if ir	ndividual	l)										
		ss or Residence Ac ad Street, New Y		•		i Stre	et, City, State	, Zip Co	de)						
Ch	eck l	Box(es) that Appl	y.		moter	☑ 	Beneficial C)wner	O Š F	xecutive Off	icer [General and/or Managing Partner
* AP 2		ame (Last name fir a Pension Plan Ir	Sec. 15.	14 1 5 to 1 4 2	" / A 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2							を書	77.8		
k ~ :		ss or Residence A ueen Street East,	25 2						* ***			/# 2			
Che	eck l	Box(es) that Apply	y:	□ Pror	moter	◩	Beneficial C)wner	Ö 8	Executive Off	icer [Director		General and/or Managing Partner
		ame (Last name fir n Investment Cou		ndividual	I)									•	
		ss or Residence A					-	-							
Au	ш: к	Konald D. Schmit	. z , <i>э</i> эи	Winter	Street.	NL,	Suite 100, Sa	lem, OF	k 973t)1					
Ch	eck l									22.5	icer jil	⋥	D rector		General Partner and/or : \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
Ch Ful	eck l	Box(es) that Appl	y: st, if ir	Pror	moter					22.5	icer [7	D rector		General Partner and/of Managing Partner
Ch Ful Pea	i Na i Na ilow	Box(es) that Appl	y: rst, if ir ddress	☐ Pror ndividual (Num	moter 1) ber and	□ Stre	Beneficial C	Owner	de)	xecutive Off	icer E	Z	D rector		General Partner and/or:
Ch Ful Per Bu	eck Na Na Na Na Na Na Na 	Box(es) that Appl ime (Last name fir ski, John M. ss or Residence A	y: st, if ir ddress et Mar	☐ Pror ndividual (Num	moter l) aber and nt, L.P.	□ i Stre.	Beneficial C	Owner , Zip Co y York,	de)	executive Off			D rector		General Partner and/or Managing Partner General Partner and/or Managing Partner
Per Bus c/o	l Na flow sines Gol eck l	Box(es) that Appl ame (Last name fir ski, John M. ss or Residence Ad Idman Sachs Assa	y: st, if ir ddress et Mar y:	□ Pror ndividual (Num nagemen □ Pror	l) aber and at, L.P.	□ i Stre.	Beneficial C	Owner , Zip Co y York,	de)	executive Off					Managing Partner
Ful Ful Shu	I Na clow Sines Gol eck I I Na uch,	Box(es) that Applome (Last name fir ski, John M. ss or Residence Adman Sachs Assa Box(es) that Applome (Last name fir	y: ddress et Mar y: est, if ir	☐ Pror (Num) nagemen ☐ Pror ndividual	inoter l) sher and nt, L.P. moter l)	□ Stree . 32 C	et, City, State Did Slip, New Beneficial C	owner , Zip Co v York, Owner	de) , NY 10	0005					Managing Partner
Che Ful Shu	I Na I Na I Na I Na Gol I Na uch, Gol	Box(es) that Applome (Last name fir ski, John M. ss or Residence Adman Sachs Asso Box(es) that Applome (Last name fir Alan A. ss or Residence Adsorber Adsor	y: ddress et Mar y: est, if ir ddress et Mar	☐ Pror (Num) nagemen ☐ Pror ndividual	inoter l) aber and nt, L.P. moter l) aber and nt, L.P.	□ Stree . 32 C	Beneficial C et, City, State Dld Slip, New Beneficial C et, City, State Old Slip, New	owner Zip Co York, Owner Zip Co York,	de) NY 10 NY 10	0005	icer E	7	Director		Managing Partner
Che Ful Bus c/o Che Ful	I Na I Na I Na I Na I Na I Na I Na I Na	Box(es) that Applome (Last name fireski, John M. ss or Residence Adman Sachs Asserbaces) that Applome (Last name fireski) Alan A. ss or Residence Adman Sachs Asserbaces Adman Sachs Asserbaces Asserb	y: ddress et Mar y: ddress et Mar y:	Pror	inoter l) aber and nt, L.P., moter l) aber and nt, L.P., moter	☐ Street, 32 C	et, City, State Old Slip, New Beneficial C et, City, State Old Slip, New Beneficial C	owner Zip Co York, Owner Zip Co York,	de) NY 10 NY 10	0005	icer E	7	Director		General Partner and/or Managing Partner General Partner and/or
Che Pau Coo Che Shu Coo Che Shu Sot	I Na rlow Sines Gol I Na uch, sines Gol I Na ir, J	Box(es) that Apploance (Last name fireski, John M. ss or Residence Addman Sachs Asso Box(es) that Apploance (Last name fireski) Alan A. ss or Residence Addman Sachs Asso Box(es) that Apploance (Last name fireski)	y: st, if ir ddress et Mar y: ddress et Mar y: st, if ir ddress	Numinagemen (Numinagemen (Numinagemen Pror ndividual (Numinagemen Numinagemen (Numinagemen	ber and the L.P. moter	1 Stree	Beneficial C et, City, State Did Slip, New Beneficial C et, City, State Old Slip, New Beneficial C	Dwner , Zip Co , Zip Co , Zip Co , York, Dwner	de) NY 10 D F	0005 Executive Off 0005 Executive Off	icer E	7	Director		General Partner and/or Managing Partner General Partner and/or
Full Soft Burc/o	l Na flow Gol eck I I Na uch, sines Gol eck I I Na ir, T	Box(es) that Applome (Last name fireski, John M. ss or Residence Adman Sachs Assa Box(es) that Applome (Last name fireskin Alan A. ss or Residence Adman Sachs Assa Box(es) that Applome (Last name fireskin Alan A. ss or Residence Adman Sachs Assa Box(es) that Applome (Last name fireskin Alan A. ss or Residence Adman Sachs Assa	y: st, if ir ddress et Mar y: st, if ir ddress et Mar y: st, if ir ddress et Mar	Numinagemen (Numinagemen (Numinagemen Pror ndividual (Numinagemen Numinagemen (Numinagemen	ther and the transfer and	1 Stree	Beneficial C et, City, State Did Slip, New Beneficial C et, City, State Old Slip, New Beneficial C	owner , Zip Co , York , Zip Co , York owner	de) NY 10 D F	0005 Executive Off 0005 Executive Off	icer E	7	Director		General Partner and/or Managing Partner General Partner and/or
Che Full Solt But c/o Che Full But c/o Che Full Solt But c/o Che Full But c/o Che Full Solt But c/o Che Full B	Name of the control o	Box(es) that Applyame (Last name fireski, John M. ss or Residence Addman Sachs Assor Box(es) that Applyame (Last name fireski Alan A. ss or Residence Addman Sachs Assor Box(es) that Applyame (Last name fireski Alan A. ss or Residence Addman Sachs Assor Residence Addman R	y: st, if ir ddress et Mar y: st, if ir ddress et Mar y:	Pror	moter l) moter moter l) moter l) moter l) moter l) moter moter l) moter	1 Stree	et, City, State Old Slip, New Beneficial C et, City, State Old Slip, New Beneficial C	owner , Zip Co , York , Zip Co , York owner	de) NY 10 D F	0005 Executive Off	icer E	7	Director		General Partner and/or Managing Partner General Partner and/or Managing Partner General Partner and/or

General Partner and/or

Managing Partner

Check Box(es) that Apply:

Ioffe, Len

Full Name (Last name first, if individual)

☐ Promoter

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Goldman Sachs Asset Management, L.P., 32 Old Slip, New York, NY 10005

Beneficial Owner $\ \, fill$ Executive Officer $\ \, \Box$ Director $\ \, \Box$

2. Enter the information rec	lacsted for the for	IOWII	ıg.							
* Each promoter of th	e issuer, if the iss	uer h	as been organized w	rithin	the past five years;					
 Each beneficial owr of the issuer; 	ner having the pov	ver to	o vote or dispose, or	direc	ct the vote or disposi	tion (of, 10% or n	nore o	f a class of equity se	curities
Each executive office	cer and director of	f con	porate issuers and of	corp	orate general and m	anagi	ing partners	of par	tnership issuers; and	i
Each general and m				•	J			-	-	
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner	Ø	Executive Officer		Lirector		General and/or Managing Partner	•
Full Name (Last name first, if Jones, Robert	individual)									
Business or Residence Addres c/o Goldman Sachs Asset M	•					•				
Check Box(es) that Apply:				Ø	Executive Officer		C irector		General and/or Managing Partner	
Full Name (Last name first, if Lim, Terence	individual)									
Business or Residence Addres										
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner	Ø	Executive Officer		Director		General and/or Managing Partner	
Full Name (Last name first, if Litterman, Robert B.	individual)									
Business or Residence Addres c/o Goldman Sachs Asset M										
Check Box(es) that Apply:			Beneficial Owner	Ø	Executive Officer		D rector		General and/or Managing Partner	
Full Name (Last name first, if Mulvibill, Donald	individual)									
Business or Residence Addres	2									
Check Box(es) that Apply:	☐ Promoter	0	Beneficial Owner	Ø	Executive Officer		Director		General and/or Managing Partner	
Full Name (Last name first, if Wianecki, Karl D.	individual)			•						
Business or Residence Addres							•			
c/o Goldman Sachs Asset M					,					**
Check Box(es) that Apply:			Beneficial Owner		Executive Officer		Di ector	L.	General and/or Managing Partner	
Full Name (Last name first, if					Part of the second seco					
Business or Residence Addre		l Stre				'spri'				
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner		Executive Officer		Director	<u> </u>	General and/or Managing Partner	_
Full Name (Last name first, if	individual)									
Business or Residence Addres	ss (Number and	1 Stre	et, City, State, Zip C	Code))					
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner		Executive Officer		Dir sctor		General and/or Managing Partner	
Full Name (Last name first, if	individual)									
Business or Residence Address	ss (Number and	1 Stre	et, City, State, Zip C	ode))					

A. BASIC IDENTIFICATION DATA

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?					B. IN	FORMAT	TON ABO	OUT OFF	ERING		-		
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? **The Board of Directurs, in its sub discretion, any accept subscriptions felow the minimum, provided that no subscriptions shall be less than U.S. \$100,000 (or such other amount as specified from time to time by Cayman Islands Lt w). **Yes** No.** 3. Does the offering permit joint ownership of a single unit?												Yes	No
2. What is the minimum investment that will be accepted from any individual? **The Board of Directors, in its old discretion, may accept observiptions below the minimum, provided that no subscriptions shall be test but U.S. 116(µ000 or such older amount as specified from time to time by Cayman Islands Live). 7. Does the offering permit joint ownership of a single unit? 8. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer existed each you may as sociated person or agent of a broker or dealer with the SEC analor with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. you may set forth the information for that broker or dealer existed with the SEC analor with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated Broker or Dealer 8 Broad Street, New York, NY 10004 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ID] [ID] [IN] [IN] [IN] [IN] [IN] [IN] [IN] [IN	1. Has	the issuer sol	d, or does tl	he issuer int	end to sell,	to non-accr	edited inves	stors in this	offering?	,,	••••••		\boxtimes
The Board of Directors, in its sole discretion, may accept subscriptions below the minimum, provided that no subscriptions shall be less than U.S. \$100,000 or such other amount as specified from time to time by Cayman Islands Li w). 7					Answer also	o in Append	ix, Column	2, if filing	under ULO	Ē.			
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or deater registered with the SEC and/or with a state or states, list the name of the broker or deater. If more than five (5) persons to be listed are associated persons of such a broker or deater rouly. Full Name (Last name first, if individual) Goldman, Sachs & Co. Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, NY 10004 Name of Associated Broker or Dealer Et al. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). E All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID [IL] [IN] [IN] [NN] [NN] [NN] [NN] [NN] [NN	*Th	e Board of Dir	ectors, in its	sole discret	ion, may ac	cept subscrip	otions below				criptions	\$ 2,0	000,000
3. Does the offering permit joint ownership of a single unit?	shal	l be less than U	J.S. \$100,000	(or such oth	ier amount a	as specified f	rom time to	time by Cay	man Islands	Li w).			
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the Offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Goldman, Sachs & Co. Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, NY 10004 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IN] [IN] [IN] [IN] [IN] [IN] [IN	3. Do	es the offering	permit join	t ownership	of a single	unit?							No
Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, NY 10004 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	con If a or s a br	nmission or single person to be letates, list the recover or dealer	milar remunisted is an a name of the you may s	eration for associated po broker or d et forth the	solicitation erson or age ealer. If me	of purchase ent of a brok ore than five	ers in conne ter or dealer e (5) person	ction with s registered is to be liste	ales of secu with the SE	rities in the C and/or w	offering. ith a state		
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)				dividual)									
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Busines	ss or Residenc	e Address (Number and	Street, Cit	y, State, Zip	Code)						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	85 Bros	ad Street, Ne	w York, NY	7 10004									
Check "All States" or check individual States	Name o	of Associated l	Broker or D	ealer							 	<u>.</u>	
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MC] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] [Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									W			——————————————————————————————————————	U Ctataa
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MC] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)					•			(DE)	נטכו	(FI 1	[GA]		
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MC [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WA] [WV] [WI] [WY] [PR Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer									- •				[MO]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)						=							[PA]
Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]				[WV]			[PR]
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Full Na	me (Last name	e first, if inc	lividual)								•	
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Busines	s or Residenc	e Address (Number and	Street, Cit	y, State, Zip	Code)						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Name o	f Associated I	Broker or D	ealer		· <u>v</u>							
(Check "All States" or check individual States)													
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IN] [IN] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MC] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WA] [WV] [WI] [WY] [PR Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												🗆 Al	l States
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MC] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													[ID]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers									_				[MO]
Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	[MT]	[NE]			[NJ]							-	[PA]
Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[,%\]	[WI]	[WY]	[PR]
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Full Na	me (Last name	e first, if ind	lividual)					<u></u>				
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Dusinas	o on Docidenc	- A J J ()	V	C++ Cit	Cara Zin	C-1-1						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Dusines	s of Residence	e Address (1	Number and	Sueet, City	y, State, Zip	Code						
	Name o	f Associated I	Broker or D	ealer							-		,
(C) 1 (A) (C) . W. (C) 1 (C)								121			_		
					•								All States
		_											[ID]
													[MO]
·									-				[PA] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total

Type of Security		Aggregate Offering Price		Amount Already Sold
Debt	\$_	0	_ \$	0
Equity	\$	275,004,209		275,004,209
☑ Common ☐ Preferred	_			•
Convertible Securities (including warrants)	\$ _	0	_ \$	0
Partnership Interests	\$_	0	_ \$	0
Other (Specify)	\$ <u>_</u>	0	\$	0
Total	\$	275,004,209		275,004,209
Answer also in Appendix, Column 3, if filing under ULOE.	_		_	
. Enter the number of accredited and non-accredited investors who have purchass securities in this offering and the aggregate dollar amounts of their purchases. F offerings under Rule 504, indicate the number of persons who have purchased securiti and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answ is "none" or "zero."	or es			
		Number Investors		Aggregate Dollar Amount of Purchases
Accredited Investors		5	_ \$.	275,004,209
Non-accredited Investors	······ <u> </u>	<u>N/A</u>	_ \$.	N/A
Total (for filings under Rule 504 only)		N/A	_ \$	N/A
If this filing is for an offering under Rule 504 or 505, enter the information requested f all securities sold by the issuer, to date, in offerings of the types indicated, in the twelver (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	ve	Type of		Dollar Amount
Type of offering		Security		Sold
Rule 505	······ <u> </u>	N/A	_ \$.	N/A
Rule 505	_	N/A N/A	- \$. - \$.	N/A N/A
	······ –		_ :-	
Regulation A	······ –	N/A	_ \$	N/A
Regulation ARule 504	of of	N/A N/A	- \$. - \$.	N/A N/A
Regulation A	of of of es.	N/A N/A	- \$. - \$. - \$.	N/A N/A
Regulation A. Rule 504	oof oof oof ee.	N/A N/A N/A	- \$. - \$. - \$.	N/A N/A N/A
Regulation A	of of of e.	N/A N/A N/A	\$. \$. \$. \$. \$. \$. \$. \$. \$. \$.	N/A N/A N/A
Regulation A. Rule 504	of of of e.	N/A N/A N/A	\$. \$. \$. \$. \$. \$. \$. \$. \$. \$.	N/A N/A N/A
Regulation A	oof oof oof oof	N/A N/A N/A	S	N/A N/A N/A 0 0 101,566
Regulation A. Rule 504	of of of e	N/A N/A N/A	\$. \$. \$. \$. \$. \$. \$. \$. \$. \$.	N/A N/A N/A 0 0 101,566
Regulation A. Rule 504	of of of e	N/A N/A N/A	S	N/A N/A N/A 0 0 101,566 0

C. OFFERING PRICE.	NUMBER OF INVESTORS, EX	XPENS	SES A	AND USE OF P	ROCE	EDS	
 b. Enter the difference between the aggr - Question 1 and total expenses furnished difference is the "adjusted gross proceeds 	regate offering price given in response ed in response to Part C - Question	to Part 4.a. Th	C nis		\$_		274,902,643
 Indicate below the amount of the adjuste to be used for each of the purposes show furnish an estimate and check the box payments listed must equal the adjusted g to Part C - Question 4.b. above. 	n. If the amount for any purpose is no to the left of the estimate. The tot	ot know tal of th	n, he		_		
				Payments to Officers, Directors, & Affiliates			Payments To Others
Salaries and Fees		🗖	\$_	0	_ 🗆	\$_	0
Purchase of real estate		🗖	\$_	0		\$_	0
Purchase, rental or leasing and installation	of machinery and equipment	🗖	\$_	0		\$_	0
Construction or leasing of plant buildings	and facilities	🗖	\$_	0	_ 🗅	\$_	0
Acquisition of other businesses (including this offering that may be used in exchanother issuer pursuant to a merger)	ange for the assets or securities of	🗆	\$	0	_	\$	0
Repayment of indebtedness		_	\$	0		\$	0
Working capital			\$_ \$	0		` - \$	0
•			\$ - \$	0	- <u>v</u>	\$ - \$	
Other (specify): Investment capital			. .		- -	.	274,902,643
Column Totals		🗖	\$ _	0	☑ -	\$ _	274,902,643
Total Payments Listed (column totals add	ed)	******	•	☑ \$	274,9	02,64	3
	D. FEDERAL SIGNAT	URE					
The issuer has duly caused this notice to be following signature constitutes an undertaking its staff, the information furnished by the issuer.	ng by the issuer to furnish to the U.S. S	ecuritic	s and	Exchange Commi	ssion, u	. unde pon w	er Rule 505, the pritten request of
Issuer (Print or Type) Goldman Sachs Structured Emerging	Signature			Date 6, 2008			++
Markets Equity Fund, Ltd.	X NVL			<u> </u>			
Name of Signer (Print or Type)	Title of Signer (Print or Type)						
Richard Cundiff	Authorized Signatory						

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

